State of Idaho

Department of State

CERTIFICATE OF REGISTRATION
OF

NUTRI/SYSTEM L.P.
dba NUTRI/SYSTEM LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NUTRI/SYSTEM L.P. for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to NUTRI/SYSTEM L.P. to transact business in this State under the name NUTRI/SYSTEM LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: March 23, 1994



Pite of Enaveusa SECRETARY OF STATE

By Jelly Telark

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED RARTNERSHIP

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State of Delaware

Office of the Secretary of State RET.EIVE SEC. OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY "NUTRI/SYSTEM L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MARCH, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



William T. Quillen, Secretary of State

AUTHENTICATION:

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DATE:

03-03-94

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